New Number

Agatha L. Mergenovich

Interstate Commerce Commission RECORDATION NO. RECORDATION NO. RECORDATION NO.

SEP 20 1984 - 1 10 Ain

SEP 20 1984 - 11 10 Ain

Dear Ms. Mergenovich:

lergenovich: SEP 20 1904 A LITTERSTATE COMMERCE COMMISSION | INTERSTATE COMMERCE COMMER Title 49 of the U.S. Code are the original and four counterparts of an Equipment Lease Agreement dated as of July 15, 1984 and an Acceptance Supplement No. 1 to the Equipment Lease Agreement dated as of September 24, 1984. The Equipment Lease Agreement is a primary document and the Acceptance Supplement No. 1 is a secondary document.

A general description of the railroad maintenance-of-way equipment covered by the enclosed documents and intended for use related to interstate commerce is set forth in Schedule 1 attached to this letter and made a part hereof.

The names and addresses of the parties to the Equipment Lease Agreement and the Security Agreement Supplement No. 1 are as follows:

Lessor:

The Connecticut National Bank, as Trustee under Southern Pacific Transportation Company Trust No. 84-1 777 Main Street Hartford, Connecticut 06115

Attention: Bond and Trust Department-

Lessee:

Southern Pacific Transportation Company

One Market Plaza

San Francisco. California 94105

Attention: Vice President and

Treasurer

The undersigned is the Lessor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original and any extra copies of the Equipment Lease Agreement and the Acceptance Supplement No. 1 not needed by the Commission for recordation to Elizabeth L. Majers, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$20.00 covering the required recording fee.

A short summary of the enclosed primary document to appear in the Index as follows:

Equipment Lease Agreement between The Connecticut National Bank, as Trustee under Southern Pacific Transportation Company Trust No. 84-1, as Lessor, 777 Main Street, Hartford, Connecticut 06115, Attention: Bond and Trust Department and Southern Pacific Transportation Company, as Lessee, One Market Plaza, San Francisco, California 94105, Attention: Vice President and Treasurer covering railroad maintenance-of-way equipment.

A short summary of the enclosed secondary document to appear in the Index as follows:

Acceptance Supplement No. 1 to the Equipment Lease Agreement between The Connecticut National Bank, as Trustee under Southern Pacific Transportation Company Trust No. 84-1, as Lessor, 777 Main Street, Hartford, Connecticut 06115, Attention: Bond and Trust Department and Southern Pacific Transportation Company, as Lessee, One Market Plaza, San Francisco, California 94105, Attention: Vice President and Treasurer covering railroad maintenance-of-way equipment.

Very truly yours,

THE CONNECTICUT NATIONAL BANK, as Trustee under Southern Pacific Transportation Company Trust No. 84-1

Ву

TRUST OFFICER

Enclosures

ACCEPTANCE SUPPLEMENT
SED 20 1984 A SUPPLEMENT
SED 20 1984 A SUPPLEMENT
SUPPLEMENT
SUPPLEMENT
Date

Supplement No. 1
Date September 24, 1984

THIS ACCEPTANCE SUPPLEMENT is executed pursuant to that certain Equipment Lease Agreement dated as of July 15, 1984 between THE CONNECTICUT NATIONAL BANK, not individually but solely as Owner Trustee under a Trust Agreement dated as of July 15, 1984 for the benefit of NCNB Lease Investments, Inc., a North Carolina corporation, and Southern Pacific Transportation Company.

The terms used herein shall have the meaning given to such terms in the Lease.

Lessee hereby confirms that the Unit described on Schedule A hereto has been delivered as of this date and that the Term of the Lease with respect to such Unit shall be as provided in Schedule A and in the Lease and Schedule thereto.

Lessee confirms that, at the time of delivery set forth on Schedule A to this Acceptance Supplement, (a) such Unit has been examined by duly appointed and authorized representatives of Lessee; (b) such Unit has been duly accepted by Lessee as a Unit for leasing under the Lease; (c) such Unit is subject to and governed by the terms of the Lease; and (d) Lessee is obligated to pay to Lessor the Quarterly Rent and all other amounts provided for in the Lease and Schedule A with respect to such Unit.

Lessee represents and warrants that the Unit covered hereby was not placed in the service or otherwise used prior to delivery and acceptance of such Unit under the Lease.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Bv

ts GENERAL PURCHASING

MANAGER-SYSTEM

STATE OF CALIFORNIA) SS COUNTY OF SAN FRANCISCO)

On this day of SEPTEMBER, 1984, before me personally appeared H.W. Metpon, to me personally known, who being by me duly sworn, says that he is the General Purpose Met. Justen of SOUTHERN PACIFIC TRANSPORTATION COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notaty Public

[NOTARIAL SEAL]

My commission expires:



00-00012-F-13 (EAC #0800)

Description:

Nordberg "CLAWS" dual spike puller

Identification No.:

440RD

Manufacturers Serial No.:

130

Vendor or Manufacturer:

Rexnord Inc.

Location:

1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: August 29, 1984

Lessor's Cost:

\$23,700.00

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

00-00007-F-13 (EAC #0800)

Description:

Nordberg Model BT Dunrite gauging

machine

Identification No.:

. 33RD

Manufacturers Serial No.: 326

Vendor or Manufacturer:

Rexnord Inc.

Location:

1860 Seventh Street

Oakland, California 94607

Date of Delivery and Acceptance: August 29, 1984

Lessor's Cost:

\$44,410.00

Base Lease Commencement Date: October 2, 1984

Expiration Date:

Description: Nordberg Model BT Dunrite gauging

machine

Identification No.: 31RD

Manufacturers Serial No.: 327

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road

Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$44,410.00

Base Lease Commencement Date: October 2, 1984

Description: Nordberg Model BT Dunrite gauging

machine

Identification No.: 32RD

Manufacturers Serial No.: 328

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road

Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$44,410.00

Base Lease Commencement Date: October 2, 1984

00-00010-F-13 (EAC #0800)

Description:

Nordberg Super "B" hydra-spiker

Identification No.:

440RD

Manufacturers Serial No.:

494

Vendor or Manufacturer:

Rexnord Inc.

Location:

1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: August 22, 1984

Lessor's Cost:

\$74,245.00

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

Description: Nordberg Super "B" hydra-spiker

Identification No.: 441RD

Manufacturers Serial No.: 495

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: August 22, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: October 2, 1984

Description: Nordberg Super "B" hydra-spiker

Identification No.: 442RD

Manufacturers Serial No.: 496

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: October 2, 1984

Description: Nordberg Super "B" hydra-spiker

Identification No.: 443RD

Manufacturers Serial No.: 497

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: October 2, 1984

Description: Portec/RMC spike setter-driver with

gauger

Identification No.: 447RD

Manufacturers Serial No.: SZ-948

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road

Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Description: Portec/RMC spike setter-driver with

gauger

Identification No.: 446RD

Manufacturers Serial No.: SZ-947

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road

Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Description: Portec/RMC spike setter-driver with

gauger

Identification No.: 445RD

Manufacturers Serial No.: SZ-946

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road

Houston, Texas 77020

Date of Delivery and Acceptance: September 12, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Description: Portec/RMC spike setter-driver with

gauger

Identification No.: 444RD

Manufacturers Serial No.: SZ-945

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road

Houston, Texas 77020

Date of Delivery and Acceptance: September 12, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

00-00029-F-13 (EAC #0800)

Description:

Portec/RMC spike setter-driver with

gauger

Identification No.:

To Be Furnished

Manufacturers Serial No.:

SZ-944

Vendor or Manufacturer:

Portec Inc.

Location:

1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost:

\$74,970.00

Base Lease Commencement Date: October 2, 1984

Expiration Date:

Description:

Portec/RMC spike setter-driver with

gauger

Identification No.:

To Be Furnished

Manufacturers Serial No.: SZ-943

Vendor or Manufacturer:

Portec Inc.

Location:

1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost:

\$74,970.00

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

Description: Portec Model SZ-B spike setter

Identification No.: To Be Furnished

Manufacturers Serial No.: SZ-942

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Description:

Portec Model SZ-B spike setter

Identification No.:

To Be Furnished

Manufacturers Serial No.: SZ-941

Vendor or Manufacturer:

Portec Inc.

Location:

1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost:

\$74,970.00

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

00-00030-F-13 (EAC #0800)

Description:

Portec/RMC one-piece tie remover-

inserter

Identification No.:

84RD

Manufacturers Serial No.:

TKO-618

Vendor or Manufacturer:

Portec Inc.

Location:

1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: July 28, 1984

Lessor's Cost:

\$104,521.50

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

Description:

Portec/RMC one-piece tie remover-

inserter

Identification No.:

83RD

Manufacturers Serial No.:

TKO-617

Vendor or Manufacturer:

Portec Inc.

Location:

1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: July 28, 1984

Lessor's Cost:

\$104,521.50

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

Description: Jimbo tie unloader with magnet

Identification No.: To Be Furnished

Manufacturers Serial No.: 136

Vendor or Manufacturer: Marmon Transmotive

Location: 1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$137,898.00

Base Lease Commencement Date: October 2, 1984

Description: Jimbo tie unloader with magnet

Identification No.: To Be Furnished

Manufacturers Serial No.: 135

Vendor or Manufacturer: Marmon Transmotive

Location: 1860 Seventh Street,

Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$137,898.00

Base Lease Commencement Date: October 2, 1984

Description: Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.: 164RD

Manufacturers Serial No.: Regulator Serial No. 26-1776-84;

engine No. 3D-193843; Broom Serial

No. 27-1896

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street

Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$77,352.50

Base Lease Commencement Date: October 2, 1984

Description: Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.: 165RD

Manufacturers Serial No.: Regulator Serial No. 26-1777-84;

engine No. 3D-193830; Broom Serial

No. 27-1897

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street

Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$77,352.50

Base Lease Commencement Date: October 2, 1984

Description: Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.: 160RD

Manufacturers Serial No.: Regulator Serial No. 26-1778-84;

engine No. 3D-193838; Broom Serial

No. 27-1898

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road

Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$76,140.00

Base Lease Commencement Date: October 2, 1984

00-00019-F-13 (EAC #0800)

Description:

Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.:

161RD

Manufacturers Serial No.:

Regulator Serial No. 26-1779-84; engine No. 3D-193828; Broom Serial

No. 27-1899

Vendor or Manufacturer:

Kershaw Manufacturing Co., Inc.

Location:

6401 Wallisville Road Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost:

\$76,140.00

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

00-00019-F-13 (EAC #0800)

Description:

Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.:

162RD

Manufacturers Serial No.:

Regulator Serial No. 26-1780-84; engine No. 3D-193836; Broom Serial

No. 27-1900

Vendor or Manufacturer:

Kershaw Manufacturing Co., Inc.

Location:

6401 Wallisville Road Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost:

\$76,140.00

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

Description: Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.: 163RD

Manufacturers Serial No.: Regulator Serial No. 26-1781-84;

engine No. 3D-193849; Broom Serial

No. 27-1901

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road

Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$76,140.00

Base Lease Commencement Date: October 2, 1984

Description: Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.: 166RD

Manufacturers Serial No.: Regulator Serial No. 26-1782-84;

engine No. 3D-194627; Broom Serial

No. 27-1902

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street

Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$77,352.50

Base Lease Commencement Date: October 2, 1984

00-00019-F-13 (EAC #0800)

Description:

Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.:

167RD

Manufacturers Serial No.:

Regulator Serial No. 26-1783-84; engine No. 3D-194609; Broom Serial

No. 27-1903

Vendor or Manufacturer:

Kershaw Manufacturing Co., Inc.

Location:

1860 Seventh Street

Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost:

\$77,352.50

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

00-00019-F-13 (EAC #0800)

Description:

Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.:

168RD

Manufacturers Serial No.:

Regulator Serial No. 26-1784-84; engine No. 3D-194587; Broom Serial

No. 27-1904

Vendor or Manufacturer:

Kershaw Manufacturing Co., Inc.

Location:

1860 Seventh Street

Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost:

\$77,352.50

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

00-00044-F-13 (EAC#0800)

Description:

Model ECTR130AG/L Switch electromatic

tamper

Identification No.:

To Be Furnished

Manufacturers Serial No.:

3581394

Vendor or Manufacturer:

Tamper Division of Canron Corp.

Location:

1860 Seventh Street

Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost:

\$184,380.18

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

Description: Model ECTR 130A G/L switch

electromatic tamper Mark III

Identification No.: 235RD

Manufacturers Serial No.: 3581384

Vendor or Manufacturer: Tamper Division of Canron Corp.

Location: 6401 Wallisville Road,

Houston, Texas 77020

Date of Delivery and Acceptance: September 5, 1984

Lessor's Cost: \$183,058.44

Base Lease Commencement Date: October 2, 1984

00-00020-F-13 (EAC #W800)

Description:

Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.:

173RD

Manufacturers Serial No.:

Regulator Serial No. 26-1790-84; engine No. 3D-194909; Broom Serial

No. 27-1910

Vendor or Manufacturer:

Kershaw Manufacturing Co., Inc.

Location:

6401 Wallisville Road, Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost:

\$74,165.00

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

Description: Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.: 172RD

Manufacturers Serial No.: Regulator Serial No. 26-1789-84;

engine No. 3D-194903; Broom Serial

No. 27-1909

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road,

Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: October 2, 1984

00-00020-F-13 (EAC #W800)

Description:

Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.:

171RD

Manufacturers Serial No.:

Regulator Serial No. 26-1787-84; engine No. 3D-194567; Broom Serial

No. 27-1907

Vendor or Manufacturer:

Kershaw Manufacturing Co., Inc.

Location:

6401 Wallisville Road, Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost:

\$74,165.00

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

00-00020-F-13 (EAC #W800)

Description:

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Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.:

170RD

Manufacturers Serial No.:

Regulator Serial No. 26-1786-84; Engine No. 3D-194634;

Broom Serial No. 27-1906

Vendor or Manufacturer:

Kershaw Manufacturing Co., Inc.

Location:

6401 Wallisville Road Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost:

\$74,165.00

Base Lease Commencement Date:

October 2, 1984

Expiration Date:

Description: Ballast regulator Model 26-2-1 with

Broom attachment Model 27-9

Identification No.: 169RD

Manufacturers Serial No.: Regulator Serial No. 26-1785-84;

engine No. 3D-194651; Broom Serial No. 27-1905

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road

Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: October 2, 1984